

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTF ID CODE		PAGE OF PAGES 1   7	
2. AMENDMENT/MODIFICATION NO. <div style="text-align: center;">494</div>		3. EFFECTIVE DATE <div style="text-align: center;">See Block 16C</div>		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY CODE OPOS John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899				7. ADMINISTERED BY (If other than Item 6) CODE			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code)  Space Gateway Support, LLC 1980 N Atlantic Ave, Suite 330 Cocoa Beach, FL 32931  <div style="font-size: 48pt; opacity: 0.5; transform: rotate(-15deg); position: absolute; top: 50%; left: 50%;">Original</div>				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. <div style="text-align: center;">NAS10-99001</div>			
				10B. DATED (SEE ITEM 13) <div style="text-align: center;">August 21, 1998</div>			
CODE		FACILITY CODE					
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:  (a) By completing Items 8 and 15, and returning ____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
1. ACCOUNTING AND APPROPRIATION DATA (If required)							
<b>13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.</b>							
A. THIS CHANGE ORDER IS ISSUED PURSUANT THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) Alt II (APR 1984)							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 3 copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)							
<p>The purpose of this modification is to (1) definitize Change Order 467 to provide for an equitable adjustment for the KSC FY08 Security Force Realignment. The performance period for this CCR (07-76) is 1 October 2007 through 30 September 2008. The contract estimated cost and fee is decreased by (\$871,867) in cost and (\$69,749) in fee for a total decrease of (\$941,616) and (2) add award fee amount of \$11,154 (\$3,718 AFP 19 &amp; \$7,436 AFP 20) associated with Contract Article B.5 action CCR 08-16, Addition of ITL Warehouse, issued on December 20, 2007.</p> <p>This change revises Article B-3, Contract Value; Article B-4, Award Fee; Article G-2 Contract Funding and Attachment J-5, Technical Exhibit 3.1.2-03 (Baseline Realignment Posture for FY04-08), as shown on the attached pages. All other terms and conditions of the contract remain unchanged.</p> <p>In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts and circumstances giving rise to the proposal for adjustment.</p>							
15A. NAME AND TITLE OF SIGNER (Type or print) Victoria G. Lockard Director, Contracts				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ernest G. Tweedie Contracting Officer			
15B. CONTRACTOR/OFFEROR <i>Victoria Lockard</i> (Signature of person authorized to sign)		15C. DATE SIGNED <i>15 Jan 08</i>		16B. UNITED STATES OF AMERICA <i>E. G. Tweedie</i> (Signature of Contracting Officer)		16C. DATE SIGNED <i>16 Jan 08</i>	

<b>ARTICLE B-3 CONTRACT VALUE</b>			
<b>Basic Period Sep 98-30 Sep 03</b>			
The contract value is summarized below:			
<b>Contract Period</b>	<b>Estimated Cost</b>	<b>Available Award Fee*</b>	<b>Contract Value</b>
Phase-In Period (FFP)			
(Sept 1998)	\$1,113,486		1,113,486
<b>Basic Period Thru 493</b>			
10/01/98-09/30/00	\$396,406,378	\$23,187,199	419,593,577
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	9,200,000
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY99-FY00	\$405,606,378	\$23,187,199	428,793,577
(10/01/00-09/30/01)	\$215,635,118	\$13,106,768	228,741,886
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	18,804,377
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY01	\$234,439,495	\$13,106,768	247,546,263
(10/01/01-09/30/02)	\$234,055,207	\$14,098,312	248,153,519
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	19,865,904
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY02	\$253,921,111	\$14,098,312	268,019,423
(10/01/02-09/30/03)	\$247,365,902	\$15,357,411	262,723,313
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	22,426,471
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY03	\$269,792,373	\$15,357,411	285,149,784
<b>TOTAL BASIC PERIOD</b>	<b>\$1,164,872,843</b>	<b>\$65,749,690</b>	<b>1,230,622,533</b>
<b>Option Period 1 Oct 03 - 30 Sept 04</b>			
<b>Option 1A</b>			
(10/01/03-09/30/04)	\$244,075,599	\$15,352,803	259,428,402
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	22,135,767
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY04	\$266,211,366	\$15,352,803	281,564,169
<b>Option 3BA</b>			
(10/01/03-09/30/04)	\$2,322,030	\$185,762	2,507,792
<b>Option 5BA</b>			
(10/01/03-09/30/04)	\$321,092	\$25,687	346,779
<b>TOTAL OPTION 1A PERIOD</b>	<b>\$268,854,488</b>	<b>\$15,564,252</b>	<b>284,418,740</b>

<u>Option Period 1 Oct 04 - 30 Sept 06</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Options Thru Mod 493			
OPTION 1B			
(10/01/04-09/30/05)	\$278,763,190	\$17,058,749	295,821,939
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	25,895,945
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY05	\$304,659,135	\$17,058,749	321,717,884
(10/01/05-09/30/06)	\$259,760,241	\$13,909,908	273,670,149
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	29,101,654
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY06	\$288,861,895	\$13,909,908	302,771,803
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	2,676,114
Total Option 3BB	\$4,869,032	\$389,523	5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	357,849
10/01/05-09/30/06	\$331,781	\$26,542	358,323
Total Option 5BB	\$663,123	\$53,049	716,172
<b>TOTAL OPTION 1B Period</b>	<b>\$599,053,185</b>	<b>\$31,411,229</b>	<b>630,464,414</b>
<u>Option Periods 1 Oct 06 - 30 Sep 08</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
OPTION 1C			
(10/01/06-9/30/07)	\$244,478,710	\$12,795,880	257,274,590
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	31,867,270
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY07	\$276,345,980	\$12,795,880	289,141,860
(10/01/07-9/30/08)	\$250,416,323	\$16,060,430	266,476,753
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	33,448,837
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
<b>Mod No. 494</b>	<b>(\$871,867)</b>	<b>(\$58,595)</b>	<b>(930,462)</b>
Total FY08	\$282,993,293	\$16,001,835	298,995,128

	Option Periods 1 Oct 06 - 30 Sep 08 Cont.		
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	2,831,326
Total Option 3BC	\$5,161,408	\$412,913	5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	0
10/01/05-09/30/06	\$0	\$0	0
Total Option 4BB	\$0	\$0	0
Option 4BC			
10/01/06-09/30/07	\$0	\$0	\$0
10/01/07-09/30/08	\$0	\$0	\$0
Total Option 4BC	\$0	\$0	\$0
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	358,780
10/01/07-09/30/08	\$341,511	\$27,321	368,832
Total Option 5BC	\$673,715	\$53,897	727,612
TOTAL OPTION 1C Period	\$565,174,396	\$29,264,525	594,438,921
TOTAL CONTRACT			
VALUE SEP98-SEP08	\$2,597,954,912	\$141,989,696	\$2,739,944,608
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			



**ARTICLE B-4 AWARD FEE**

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

AF P	BASIC PERIOD OF PERFORMANCE		Available Award Fee Through Mod 493	Total Award Fee For Mod 494	Adjusted Available Award Fee	Earned Award Fee Mod 493	Earned Award Fee Mod 494	Earned Award Fee	Award Fee Score and Mod
1	10/01/98	03/31/99	\$7,681,869		\$7,681,869	\$6,146,144		\$6,146,144	80% Mod 15
2	04/01/99	09/30/99	\$6,033,858		\$6,033,858	\$4,826,665		\$4,826,665	80% Mod 36
3	10/01/99	03/31/00	\$7,837,000		\$7,837,000	\$6,731,039		\$6,731,039	86% Mod 57
4	04/01/00	09/30/00	\$6,451,003		\$6,451,003	\$5,483,352		\$5,483,352	85% Mod 75
5	10/01/00	03/31/01	\$7,589,239		\$7,589,239	\$6,754,934		\$6,754,934	89% Mod 99
6	04/01/01	09/30/01	\$6,976,249		\$6,976,249	\$6,348,388		\$6,348,388	91%Mod118
7	10/01/01	03/31/02	\$5,863,642		\$5,863,642	\$5,336,408		\$5,336,408	91%Mod127
8	04/01/02	09/30/02	\$9,798,867		\$9,798,867	\$8,765,356		\$8,765,356	92%Mod147
9	10/01/02	03/31/03	\$8,121,627		\$8,121,627	\$7,634,968		\$7,634,968	94%Mod167
10	04/01/03	09/30/03	\$8,128,883		\$8,128,883	\$7,722,439		\$7,722,439	95%Mod194
11	10/01/03	03/31/04	\$7,899,317		\$7,899,317	\$7,583,343		\$7,583,343	96%Mod220
12	04/01/04	09/30/04	\$8,227,738		\$8,227,738	\$7,980,906		\$7,980,906	97%Mod248
13	10/01/04	03/31/05	\$9,790,689		\$9,790,689	\$9,105,655		\$9,105,655	93%Mod 283
14	04/01/05	09/30/05	\$8,979,160		\$8,979,160	\$8,170,894		\$8,170,894	91%Mod325
15	10/01/05	03/31/06	\$9,117,893		\$9,117,893	\$7,476,674		\$7,476,674	82%Mod350
16	04/01/06	09/30/06	\$8,041,072		\$8,041,072	\$6,658,007		\$6,658,007	82.8%Mod393
17	10/01/06	03/31/07	\$7,783,790		\$7,783,790	\$6,227,030		\$6,227,030	80%Mod430
18	04/01/07	09/30/07	\$8,142,049		\$8,142,049	\$6,798,611		\$6,798,611	83.5%Mod480
19	10/01/07	03/31/08	\$8,431,087	(\$30,852)	\$8,400,235				
20	04/01/08	09/30/08	\$7,866,391	(\$27,743)	\$7,838,648				
	<b>GRAND TOTAL</b>		<b>\$158,761,423</b>	<b>(\$58,595)</b>	<b>\$158,702,828</b>		<b>\$0</b>	<b>\$141,989,696</b>	Earned & Available

[illegible]

**J5, Technical Exhibit # 3.1.2-03**  
**Baseline Realignment Security Posture for FY04 – 08**

**FY04-08 Security Posture Baseline - Table**

<b>KSC Security</b>	
<b>Description</b>	<b>Requirement</b>
LC 39 Rover	1/24/7
F Gate/VAB	1/24/7
VAB Protection	1/24/7
OPF Bay 1 Gate	1/16/7
OPF Bay 3 Gate	1/16/7
OPF Protection	1/24/7
LCC Gate E	1/16/7
Facility Rover	1/24/7
Pad A Gate	1/24/7
Pad B Gate	1/24/7
Pad A Rover	1/24/7
Traffic Patrol	1/24/7
SSPF	1/24/7
Escort Unit	1/16/5
Industrial Rover	1/24/7
Gate 3	2/24/7
Gate 2	2/24/4
	2/16/1
Gate 4	2/24/7
River Boat Patrol	1/24/7
Air Boat Patrol	1/24/7
CCAFS E-25 FSA #1	1/16/5
Emergency Response Team	5/24/7
Emergency Response Team Commander	1/8/5
Emergency Response Team Supervisors	3/8/5
K-9 Handlers	1/24/7
Area Supervisor	1/24/7
Resource Protection/(CLS)	2/8/5
Security Training (NFLET) *(CCR03-32 error)	2/8/5
VAB C-Gate	1/10/5
CALEA SOFCC Instructor *(CCR05-22 error)	1/8/5
Test Team	1/24/7; 1/24/5 & 1/8/2